



Ref: OK/BSE/2024-25/161

Dated: 12th February, 2025

BSE Limited,
Phiroze Jeejeebhoy Tower, Dalal Street,
Mumbai – 400001.

Scrip Code: 526415

Sub: Copy of Proceedings of Extra Ordinary General Meeting.

Dear Sir,

Please find enclosed herewith a copy of proceedings of the Extra Ordinary General Meeting of the Company held on Wednesday, 12th February, 2025.

This is for your reference and record.

Yours faithfully,

For OK Play India Limited

MEENU

Digitally signed
by MEENU

GOSWAMI

GOSWAMI

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Date: 2025.02.12
17:23:32 +05'30'

Company Secretary

OK PLAY INDIA LIMITED

Corporate Office: 124, New Manglapuri, Mehrauli, New Delhi -110030 **Tel:** +91 11 46190000 **Fax:** +91 11 46190090
Registered Office & Works: Plot No 17 & 18, Roz Ka Meo, Industrial Estate, Tehsil Nuh, District Mewat, Haryana-122103
Tel: +91 124 2362335-36 **Fax:** +91 124 2362326 **CIN-L28219HR1988PLC030347**
Website: www.okplay.in **Email:** info@okplay.in

Committee and Nomination and Remuneration Committee will be addressed by Mr.Dhiraj Arora, Independent Director.

Notice convening Extra Ordinary General Meeting

All the Directors present at the EGM were introduced including the Auditors to the Shareholders.

The Chairman explained the objective and implications of the Resolutions mentioned in the General meeting notice before they were put to vote. The Chairman provided a fair opportunity to Members who were entitled to vote to seek clarifications and offer comments related to any item of business.

The Chairman informed the members that the Company had taken all requisite steps under the current circumstances to enable the members to participate through video conferencing and vote electronically at the EGM. It was further informed that the Company has availed the services of NSDL to provide the facility of Remote E-voting, to participate in this EGM through VC/OAVM facility and E-Voting during this EGM. The Notice convening the EGM was taken as read as the same were already circulated to the members.

The Company Secretary informed that the Company has provided e-voting facility to all its shareholders to cast their vote in respect of all resolutions mentioned in the notice, which had started on Sunday, 9th February 2025 and ended on Tuesday, 11th February, 2025. She further informed that the facility to vote at the EGM was provided to those Members who did not cast their votes through Remote E-voting.

It was further informed that Mr. Puneet Kumar Pandey, Company Secretary in Practice has been appointed as Scrutinizer for the purpose of Remote e-voting and E-voting to be conducted at the EGM. The Chairman further stated that those people who did not cast their Remote e-vote and are holding shares as on cut-off date will be allowed to cast their vote at the EGM through e-voting.

The Chairman then invited the shareholders with their queries who had registered themselves. The Chairman announced that combined result of Remote e-voting and the e-voting at EGM will be disseminated to the stock exchange and will also be placed on the website of the company within 48 hours from the date of the Extra Ordinary General Meeting.

The Chairman thanked all the shareholders for their presence and support and declared the Extra Ordinary General Meeting closed. 1

The Company Secretary informed that electronic voting would continue to remain open for another 15 minutes to enable the members to cast their votes.

The Resolutions for the Special businesses as set out in Item No. 1 to 2 in the Notice of the Extra Ordinary General Meeting duly approved by the members with requisite majority are recorded hereunder as part of the proceedings of the EGM of the Members held on 12th February, 2025.

Special Business(es)

Item No. 1

To approve issuance of Equity Shares on a Preferential Basis to Specified Investors

Special Resolution :

“RESOLVED THAT pursuant to Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time



being in force), read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and in accordance with the provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended ("SEBI ICDR Regulations"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs ("MCA"), Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI"), Government of India ("GOI"), Foreign Exchange Management Act, 1999 ("FEMA") and / or any other competent authorities (hereinafter referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable and subject to such approval(s), consent(s), permission(s) and / or sanction(s), if any, of any statutory / regulatory authorities, Stock Exchange, MCA, SEBI, RBI, FEMA, institutions, or bodies, as may be required and subject to such terms and condition(s), alteration(s), correction(s), change(s) and / or modification(s) as may be prescribed by any of them while granting such consent(s), permission(s) or approval(s) and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution), the consent of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to create, offer, issue and allot on a preferential basis, from time to time, in one or more tranches, upto 2,00,39,121/- (Two crore thirty nine thousand one hundred and twenty one only) Equity Shares of face value of Rs. 1/- each (hereinafter referred to as "Equity Shares"), to the following Specified Investors, by way of a Preferential Allotment, at a price of Rs. 17.25 (Rupees Seventeen and twenty five paise only) per Equity Share (including a Premium of Rs. 16.25 (Rupees Sixteen and twenty five paise only) per Equity Share), for a consideration not exceeding an aggregate amount of Rs.34,56,74,837.25 (Rupees Thirty four crores fifty six lakh seventy four thousand eight hundred thirty seven and twenty five paise only) and on such other terms and conditions that the Board may deem appropriate in its absolute discretion and without requiring any further approval or consent from the Members:

Name of the Proposed Allottee(s)	Category of the Proposed Allottee	Maximum no. of Share Equity Shares proposed to be allotted (Upto)	Maximum Consideration (Rupees)
Bharti Sanjeev Chirania	Individual(Non-Promoter)	1182608	20399988
Sri Professionals Private Limited	Body Corporate (Non-Promoter)	689855	11899998.75
Kiran Jain	Individual(Non-Promoter)	591304	10199994
Priti Sawankumar Jajoo	Individual(Non-Promoter)	591304	10199994
Radha Kejriwal	Individual(Non-Promoter)	591304	10199994
Rajiv Agarwal HUF	HUF (Non-Promoter)	591304	10199994
Sudheer Chirania HUF	HUF (Non-Promoter)	591304	10199994
Surbhi Arora	Individual(Non-Promoter)	579710	9999997.50

Altius Global Finance Private Limited	Body Corporate (Non-Promoter)	10000000	172500000
Urvish Rameshchandra Vora	Individual (Non-Promoter)	869562	14999944.50
Yash Urvish Vora	Individual (Non-Promoter)	869562	14999944.50
Rakesh Kumar Gupta	Individual (Non-Promoter)	100000	1725000
Anil Kejriwal	Individual (Non-Promoter)	591304	10199994
Neha Sharma	Individual (Non-Promoter)	100000	1725000
Meena Kaushik Shah	Individual (Non-Promoter)	1000000	17250000
Sanay Sandip Shah	Individual (Non-Promoter)	300000	5175000
Vaibhav Jain	Individual (Non-Promoter)	100000	1725000
Parag Garg	Individual (Non-Promoter)	500000	8625000
Satya Narain Goel	Individual (Non-Promoter)	200000	3450000
Total		2,00,39,121	34,56,74,837.25

RESOLVED FURTHER THAT the Equity Shares shall be issued by the Company on the following terms and conditions:

- i) Equity Shares proposed to be issued shall rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights) from the date of allotment thereof.
- ii) Equity Shares proposed to be issued shall be subject to a lock-in as determined in accordance with Chapter V of the SEBI ICDR Regulations.
- iii) Each Proposed Allottee shall be required to bring in their entire consideration towards the subscription of Equity Shares offered to them on or before the date of allotment thereof and such consideration shall be paid to the Company by the Proposed Allottees from their respective bank account only.
- iv) Equity Shares so allotted shall be listed on stock exchanges where the existing Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.
- v) Proposed issue of Equity Shares shall be governed by Memorandum & Articles of Association of the Company and the respective provisions of the Companies Act, 2013 read with the rules made thereunder, SEBI ICDR Regulations, SEBI Listing Regulations



as well as the circulars, guidelines issued by SEBI or any other regulatory authority as the case may be, or any modifications thereof.

RESOLVED FURTHER THAT the "Relevant Date" for the purpose of pricing of the Equity Shares, in terms of the provisions of the Regulation 161 of SEBI ICDR Regulations, shall be Monday, January 13, 2025, which is the date 30 (thirty) days prior to the date of this Extra-Ordinary General Meeting, being Wednesday, February 12, 2025.

RESOLVED FURTHER THAT the Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of this special resolution provided that where the allotment of Equity Shares is subject to receipt of any approval from any applicable regulatory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals.

RESOLVED FURTHER THAT the subscription money that shall be received by the Company from the Proposed Allottees towards application of Equity Shares pursuant to this preferential allotment shall be kept by the Company in a separate Bank Account.

RESOLVED FURTHER THAT the Company hereby takes note of the certificate from the Practicing Company Secretary certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize all the terms and conditions and the structure of the Equity Shares, take such steps and to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings and accept any alterations or modification(s) as it may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of the Equity Shares (including in relation to the issue of such Equity Shares, in one or more tranches, from time to time) and the utilization of the issue proceeds in such manner as may be determined by the Board, subject however, to applicable laws, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may deem fit or as the Board may suo moto decide in its absolute discretion in the best interests of the Company.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, the in-principle approval from the Stock Exchanges i.e., BSE Limited, the consent of the Members of the Company be and is hereby accorded to the Board to record the name and address of the Proposed Allottee and issue the Private Placement Offer cum Application Letter in Form PAS-4, to the Proposed Allottees, inviting it to subscribe to the Equity Shares in accordance with the provisions of the Act.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, complete record of Private Placement Offers be recorded in Form PAS-5 for the issue of invitation to subscribe to the Equity Shares.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board, Company Secretary and the Chief Financial officer of the Company be and is hereby authorized to negotiate, modify, sign, execute, register, deliver including sign any declarations required in connection with the private placement offer letter for issue of the Equity Shares, term sheet, subscription agreement, purchase agreement, and other necessary agreements, memorandum of understanding, deeds, general undertaking / indemnity, certificates, consents, communications, affidavits, applications (including those to be filed with the regulatory



authorities, if any ("Transaction Documents") (whether before or after execution of the Transaction Documents) together with all other documents, agreements, instruments, letters and writings required in connection with, or ancillary to, the Transaction Documents ("Ancillary Documents") as may be necessary or required for the aforesaid purpose including to sign and / or dispatch all forms, filings, documents and notices to be signed, submitted and / or dispatched by it under or in connection with the documents to which it is a party as well as to accept and execute any amendments to the Transaction Documents and the Ancillary Documents and further to do all such other acts, deeds mentioned herein as they may deem necessary in connection with the issue of the Equity Shares, in one or more tranches, from time to time and matters connected therewith.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any Director(s) or Officer(s) of the Company in such manner as it may deem fit in its absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purpose of the issue and allotment of Equity Shares and settle any questions or difficulties that may arise in connection with the aforesaid resolutions."

Item No.2

To approve issuance of Convertible Warrants on a Preferential Basis to Specified Investors

Special Resolution :

"RESOLVED THAT pursuant to Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and in accordance with the provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended ("SEBI ICDR Regulations"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs ("MCA"), Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI"), Government of India ("GOI"), Foreign Exchange Management Act, 1999 ("FEMA") and / or any other competent authorities (hereinafter referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable and subject to such approval(s), consent(s), permission(s) and / or sanction(s), if any, of any statutory / regulatory authorities, Stock Exchange, MCA, SEBI, RBI, FEMA, institutions, or bodies, as may be required and subject to such terms and condition(s), alteration(s), correction(s), change(s) and / or modification(s) as may be prescribed by any of them while granting such consent(s), permission(s) or approval(s) and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution), the consent of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to create, offer, issue and allot on a preferential basis, from time to time, in one or more tranches, upto 1,00,00,000 (One Crore) Equity Share Warrants, carrying an entitlement to subscribe to an equivalent number of Equity Shares of face value of Rs. 1/- each (hereinafter referred to as "Warrants"), to the following Specified Investors, by way of a Preferential Allotment, at a price of Rs. 20/- (Rupees Twenty only) per Warrant (including a Premium of Rs. 19/- (Rupees Nineteen only) per Warrant), for a consideration not exceeding an



aggregate amount of Rs. 20,00,00,000/- (Rupees Twenty Crores only) and on such other terms and conditions that the Board may deem appropriate in its absolute discretion and without requiring any further approval or consent from the Members:

Name of the Proposed Allottee(s)	Category of the Proposed Allottee	Maximum no. of Share Warrants proposed to be allotted (Upto)	Maximum Consideration (Rupees)
Genesis Dream Merchants Private Limited	Body Corporate (Non-Promoter)	1,00,00,000	20,00,00,000
Total		1,00,00,000	20,00,00,000

RESOLVED FURTHER THAT the Warrants shall be issued by the Company on the following terms and conditions:

- i) An amount equivalent to 25% of the Exercise Price of the Equity Shares, arising out of the Warrants, shall be payable at the time of making the application for the Warrants, as prescribed by Regulation 169 of the ICDR Regulations, which will be kept by the Company as a deposit to be adjusted and appropriated against the price of the Equity Shares payable by the Warrant holders at the time of exercising the option. A Warrant exercise price equivalent to the 75% of the issue price of the Warrants will be payable by the Warrant holders at the time of exercising the Warrants.
- ii) The option to acquire the Equity Shares can be exercised by the Warrant holders in one or more tranches on or before the expiry of 18 months from the date of allotment of the Warrants, by way of a written notice to the Company, specifying the number of warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion.
- iii) In the event the Warrant holders do not exercise the option under the Warrants within the time limit prescribed under point no. ii) above, the Warrants shall lapse and the deposit of 25% as indicated in point i) above shall stand forfeited by the Company.
- iv) The Warrants / Equity Shares, arising upon exercise of options under the Warrants, proposed to be allotted shall be subject to a lock-in to be determined in accordance with the provisions of Regulation 167 of the SEBI ICDR Regulations.
- v) In case in future, the Company declares any issue of Bonus Shares, Rights Shares or other similar benefits except dividend to the existing shareholders, then provision shall be made by the Company to provide similar benefits to the Warrant holders by reserving such benefit for the Warrant holders and the same shall accrue to the Warrant holders only upon exercise of option by them for acquiring the Equity Shares.
- vi) The issue of the Warrants as well as the Equity Shares, arising from the exercise of the option under the Warrants in the manner aforesaid shall be governed by the respective provisions of the Act, the Memorandum & Articles of Association of the Company and also the Guidelines issued by SEBI or any other authority as the case may be, or any modifications thereof.
- vii) The Equity Shares to be issued and allotted to the Proposed Allottees as a consequence of exercise of the option under the Warrants in the manner aforesaid shall be in dematerialized form and shall rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company.

- viii) The Warrants by itself, until exercise of conversion option and allotment of Equity Shares, does not give to the Warrant holders thereof any rights with respect to that of a shareholder of the Company.
- ix) Until the Warrants are transferred, the Company shall treat Warrant holders as the absolute owner for all purposes without being affected by any notice to the contrary.

RESOLVED FURTHER THAT the "Relevant Date" for the purpose of pricing of the Equity Shares, arising upon exercise of options under the Warrants, in terms of the provisions of the Regulation 161 of SEBI ICDR Regulations, shall be Monday, January 13, 2025, which is the date 30 (thirty) days prior to the date of this Extra-Ordinary General Meeting, being Wednesday, February 12, 2025.

RESOLVED FURTHER THAT the Warrants shall be allotted in dematerialized form within a period of 15 days from the date of passing of this special resolution provided that where the allotment of Warrants is subject to receipt of any approval from any applicable regulatory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals.

RESOLVED FURTHER THAT the subscription money that shall be received by the Company from the Proposed Allottee towards application of Warrants pursuant to this preferential allotment shall be kept by the Company in a separate Bank Account to be opened for the purpose.

RESOLVED FURTHER THAT the Company hereby takes note of the certificate from the Practicing Company Secretary certifying that the above issue of the Warrants is being made in accordance with the ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize all the terms and conditions and the structure of the Warrants, take such steps and to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings and accept any alterations or modification(s) as it may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of the Warrants (including in relation to the issue of such Warrants, in one or more tranches, from time to time) and the utilization of the issue proceeds in such manner as may be determined by the Board, subject however, to applicable laws, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may deem fit or as the Board may suo moto decide in its absolute discretion in the best interests of the Company

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, the in-principle approval from the Stock Exchanges i.e., BSE Limited, the consent of the Members of the Company be and is hereby accorded to the Board to record the name and address of the Proposed allottee and issue the Private Placement Offer cum Application Letter in Form PAS-4, to the Proposed Allottees, inviting it to subscribe to the Warrants in accordance with the provisions of the Act.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, complete record of Private Placement Offers be recorded in Form PAS-5 for the issue of invitation to subscribe to the Warrants.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board, Company Secretary and the Chief Financial officer of the Company be and is hereby authorized to negotiate, modify, sign, execute, register, deliver including sign any declarations



required in connection with the private placement offer letter for issue of the Warrants, term sheet, subscription agreement, purchase agreement, and other necessary agreements, memorandum of understanding, deeds, general undertaking / indemnity, certificates, consents, communications, affidavits, applications (including those to be filed with the regulatory authorities, if any ("Transaction Documents") (whether before or after execution of the Transaction Documents) together with all other documents, agreements, instruments, letters and writings required in connection with, or ancillary to, the Transaction Documents ("Ancillary Documents") as may be necessary or required for the aforesaid purpose including to sign and / or dispatch all forms, filings, documents and notices to be signed, submitted and / or dispatched by it under or in connection with the documents to which it is a party as well as to accept and execute any amendments to the Transaction Documents and the Ancillary Documents and further to do all such other acts, deeds mentioned herein as they may deem necessary in connection with the issue of the Equity Shares, in one or more tranches, from time to time and matters connected therewith.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any Director(s) or Officer(s) of the Company in such manner as it may deem fit in its absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purpose of the issue and allotment of Warrants and settle any questions or difficulties that may arise in connection with the aforesaid resolutions."

The meeting was then concluded at 11:40 a.m. with a vote of thanks to the chair.

Note: Summary of Scrutinizer's Report is provided hereunder:

S. No.	Resolution	% of votes in favour	% of votes against	Result
1.	To approve issuance of Equity Shares on a Preferential Basis to Specified Investors	99.99	0.01	Passed with requisite majority as a Special Resolution
2.	To approve issuance of Convertible Warrants on a Preferential Basis to Specified Investors	99.99	0.01	Passed with requisite majority as a Special Resolution

Date: 12-02-2025
Place: New Delhi

For OK Play India Limited


Managing Director
CHAIRMAN